

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

\_\_\_\_\_ District of \_\_\_\_\_  
(State)

Case number (if known): \_\_\_\_\_ Chapter \_\_\_\_\_

☐ Check if this is an  
amended filing

**Official Form 201**

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

**1. Debtor's name**

\_\_\_\_\_

**2. All other names debtor used  
in the last 8 years**

Include any assumed names,  
trade names, and *doing business*  
as names

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**3. Debtor's federal Employer  
Identification Number (EIN)**

N/A

**4. Debtor's address**

**Principal place of business**

**Mailing address, if different from principal place  
of business**

Number Street

Number Street

P.O. Box

City State ZIP Code

City State ZIP Code

**Location of principal assets, if different from  
principal place of business**

County

Number Street

City State ZIP Code

**5. Debtor's website (URL)**

\_\_\_\_\_

Debtor

Name

Case number (if known)

**6. Type of debtor**

- ☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other. Specify: \_\_\_\_\_

**7. Describe debtor's business**

*A. Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))  
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
☐ Railroad (as defined in 11 U.S.C. § 101(44))  
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))  
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))  
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))  
☐ None of the above

*B. Check all that apply:*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)  
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

*C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.*

4 8 1 1

**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

*Check one:*

- ☐ Chapter 7  
☐ Chapter 9  
☐ Chapter 11. *Check all that apply:*

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- ☐ Chapter 12

Debtor \_\_\_\_\_ Case number (if known) \_\_\_\_\_  
Name

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

☐ No

☐ Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

☐ No

☐ Yes. Debtor \_\_\_\_\_ Relationship \_\_\_\_\_

District \_\_\_\_\_ When \_\_\_\_\_  
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known \_\_\_\_\_

**11. Why is the case filed in this district?**

*Check all that apply:*

☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

☐ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other \_\_\_\_\_

**Where is the property?**

Number \_\_\_\_\_ Street \_\_\_\_\_

City \_\_\_\_\_ State ZIP Code \_\_\_\_\_

**Is the property insured?**

☐ No

☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information**

Debtor \_\_\_\_\_ Case number (if known) \_\_\_\_\_  
Name

**13. Debtor's estimation of available funds**

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.  
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

(on a consolidated basis)

- |                                  |  |  |
|----------------------------------|--|--|
| <input type="checkbox"/> 1-49    | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99   | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 |  |  |

**15. Estimated assets**

(on a consolidated basis)

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

**16. Estimated liabilities**

(on a consolidated basis)

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on \_\_\_\_\_  
MM / DD / YYYY

x

Signature of authorized representative of debtor

Printed name

Title



Debtor Grupo Aeroméxico, S.A.B. de C.V.  
Name

Case number (if known) \_\_\_\_\_

18. Signature of attorney

X

Timothy Graulich  
Signature of attorney for debtor

Date 06 30 2020  
MM / DD / YYYY

Timothy Graulich

Printed name

Davis Polk and Wardwell LLP

Firm name

450 Lexington Avenue

Number Street

New York

City

NY 10017  
State ZIP Code

212 450 4639

Contact phone

timothy.graulich@davispolk.com  
Email address

2661445

Bar number

NY  
State

**SCHEDULE 1**

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "**Debtors**"), filed a petition with this Court for relief under chapter 11 of the Bankruptcy Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the chapter 11 cases of the entities listed below be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

<b>Company</b>	<b>Date Filed</b>	<b>District</b>
Aerovías de México, S.A. de C.V.	June 30, 2020	Southern District Of New York
Aerolitoral, S.A.	June 30, 2020	Southern District Of New York
Aerovías Empresa de Cargo, S.A. de C.V.	June 30, 2020	Southern District Of New York

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**GRUPO AEROMÉXICO, S.A.B. de C.V.,  
Debtor.**

**Chapter 11**

**Case No. 20-[ ]( )**

**(Joint Administration Pending)**

**CORPORATE OWNERSHIP STATEMENT PURSUANT  
TO FEDERAL RULES OF BANKRUPTCY PROCEDURE 1007 AND 7007.1**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following reflects the ownership interests in Grupo Aeroméxico, S.A.B. De C.V. The Debtors note that Delta Airlines, Inc. is the only entity which owns more than a 10% equity interest in Grupo Aeroméxico, S.A.B. De C.V.

Shareholders	Shares
Investors, Board members and stakeholders <sup>(1)</sup>	145,341,967
Delta Airlines, Inc.	349,757,660
Other shareholders	187,020,166
<hr/>	
Total shares in circulation	682,119,793
<hr/>	
Treasury shares	83,730,300
<hr/>	
Total Authorized shares	765,850,093
<hr/>	

(1) Information on the number of shares is estimated.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**GRUPO AEROMÉXICO, S.A.B. de C.V., *et al.*,  
Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 20-[ ]( )**

**(Joint Administration Pending)**

**CONSOLIDATED LIST OF CREDITORS  
HOLDING FIVE LARGEST SECURED CLAIMS**

The following is a list of those creditors holding the five largest secured claims against the Debtors, on a consolidated basis, as of the Commencement Date. This list has been prepared from the books and records of the Debtors for filing in the Debtors' chapter 11 cases.

The information set forth herein shall not constitute an admission of liability by, nor is binding on, the Debtors, nor shall it bind the Debtors or their estates as to the amount, nature and status of any claim. The failure to list or designate any claim as contingent, disputed or subject to set off, recharacterization or other challenge shall not be a waiver of any of the Debtors' rights or defenses relating thereto.

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<sup>1</sup> The Debtors in these cases, along with the each Debtor's registration number in the applicable jurisdiction, are as follows: Grupo Aeroméxico, S.A.B. de C.V. 286676; Aerovías de Mexico, S.A. de C.V. 108984; Aerolitoral, S.A. de C.V. 217315; Aerovías Empresa de Cargo, S.A. de C.V. 437094-1. The Debtors' corporate headquarters is located at Paseo de la Reforma No. 243, piso 25 Colonia Cuauhtémoc, Mexico City, C.P. 06500.

No.	Name of Creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Amount of Claim	Type of Collateral
1	Deutsche Bank Trust Company Americas	Deutsche Bank Trust Company Americas Trust & Agency Services 60 Wall St, MS NYC60-1630 New York, NY 10286 <a href="mailto:deisilania.gomes@db.com">deisilania.gomes@db.com</a> Phone: 212-250-9170	\$268,775,558.00	Amex Receivables
2	Deutsche Bank México, SA F/1748	Deutsche Bank México, SA F/1748 PEDREGAL 24 20 Address Number 24 Bdg Unit 20, Molino del Rey Miguel Hidalgo Ciudad de México 11040 Mexico <a href="mailto:alonso.rojas@db.com">alonso.rojas@db.com</a> Phone: 52-81-5000-0200	\$235,251,130	VMC Receivables
3	Crédit Agricole Corporate & Investment Bank, Tokyo Branch	Crédit Agricole Corporate & Investment Bank, Tokyo Branch ATTN Agency & Middle Office 1-9-2, Higashi-Shimbashi, Minato-ku Tokyo 105-0021 Japan Fax: 8134-580-5331	\$132,213,208	Fleet
4	Natixis, New York Branch	Natixis, New York Branch Attn Urs Fishcer/Hanna Beckles/ Yazmin Vasconez/Connie Moy 1251 Ave Of The Americas, 5th Fl New York, Ny 10020 <a href="mailto:adminagency@us.natixis.com">adminagency@us.natixis.com</a>	\$126,089,077	Fleet
5	Sumitomo Mitsui Banking Corporation	Sumitomo Mitsui Banking Corporation, New York Branch Attention: Shawn Powers 277 Park Avenue New York, NY 10172 Fax: 212-918-1633	\$119,037,001	Fleet

Fill in this information to Identify the case:

Debtor Name: Grupo Aeroméxico, S.A.B. de C.V. et al.

United States Bankruptcy Court for the: Southern District of New York

Case Number (If known):

☐ Check if this is an amended filing

## Official Form 204

### Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A consolidated list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 THE BANK OF NEW YORK MELLON ATTN: CORPORATE TR ADMIN 240 GREENWICH STREET FLOOR 7 EAST NEW YORK, NY 10286	CONTACT: CORPORATE TR ADMIN PHONE: 212-815-8273 FAX: 212-815-5875 MIGUEL.BARRIOS@BNYMELLON.COM JULIE.HOFFMAN- RAMOS@BNYMELLON.COM PETER.BAUMGAERTNER@HK LAW.COM	INTERNATIONAL ISSUANCE 2020				\$411,355,556.00
2 AEROPUERTO INTERNACIONAL DE LA CIUDAD DE MEXICO SA DE CV AV CAPITAN CARLOS LEON SN PENON DE LOS BANOS, VENUSTIANO CARRANZA CDMX 15620 MEXICO	CONTACT: FRANCISCO PARDO PHONE: 52 (55) 2482-2424 FPARDO@AICM.COM.MX	TRADE PAYABLE				\$61,950,676.00
3 BANCO BILBAO VIZCAYA ARGENTARIA, S.A. AV PASEO DE LA REFORMA 243 COLONIA CUAUHTEMOC, DELEGACION CUAUHTEMOC DISTRITO FEDERAL 06500 MEXICO	CONTACT: GENERAL COUNSEL PHONE: 34 91 537 79 54 MARIA.ZOTES@BBVA.COM ; ECA.STRUCTURING@BBVA.C OM	GUARANTEE HERMES				\$25,719,330.00
4 HSBC MEXICO SA PASEO DE LA REFORMA 347, 18TH FL COL. CUAUHTEMOC MEXICO CITY 06500 MEXICO	CONTACT: GENERAL COUNSEL PHONE: 52 (55) 5721-5978 CECILIA.STETA@HSBC.COM. MX	GUARANTEE EXIM BANK				\$17,035,285.00

Debtor: Grupo Aeroméxico, S.A.B. de C.V. et al.

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Case Number (if known):

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
5	AEROPUERTOS Y SERVICIOS AUXILIARES AV 602 NO 161 SAN JUAN DE ARAGON VENUSTIANO CARRANZA CDMX 15620 MEXICO	CONTACT: ROSA MARIA DAVILA MORALES PHONE: 52 (55) 5133 1000 MAM.COMERCIAL@ASA.GO B.MX	TRADE PAYABLE				\$16,184,197.00
6	TESORERIA DE LA FEDERACION DOMICILIO CONOCIDO DISTRITO FEDERAL CDMX MEXICO MEXICO	CONTACT: JORGE ARMENDARIZ JIMENEZ PHONE: 618 118 7017 JARMEND@IMT.MX	TAXES				\$14,882,399.00
7	WORLD FUEL SERVICES AVENIDA LIBERTAD 1405 OF 1302 VINA DEL MAR 1111111 BRASIL	CONTACT: JUAN PINTO PHONE: 569 322689200 JPINTO@WFSCORP.COM	TRADE PAYABLE				\$10,344,391.00
8	GENERAL ELECTRIC 3135 EASTON TURNPIKE FAIRFIELD, CT 06828	CONTACT: ALAN FRETWELL PHONE: 513-479-9428 ALAN.FRETWELL@GE.COM	TRADE PAYABLE				\$9,189,203.00
9	PANASONIC AVIONICS CORPORATION 3303 MONTE VILLA PARKWAY BOTHELL, WA 98021	CONTACT: JOSE MARTINEZ PHONE: 949-462-1943 JOSER.MARTINEZ@PANASO NIC.AERO	TRADE PAYABLE				\$8,324,902.00
10	BANCO BILBAO VIZCAYA ARGENTARIA, S.A. NIEDERLASSUNG DEUTSCHLAND NEUE MAINZER STRASSE 28 60311 FRANKFURT AM MAIN GERMANY	CONTACT: GENERAL COUNSEL MARIA.ZOTES@BBVA.COM ; ECA.STRUCTURING@BBVA.COM	SHORT TERM LOAN				\$7,943,114.00
11	CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK TOKYO BRANCH 1 9 2 HIGASHI SHIMBASHI TOKYO MINATO KU 1050021 JAPAN	CONTACT: THOMAS JEAN PHONE: 12 122617067 THOMAS.JEAN@CA-CIB.COM	TRADE PAYABLE				\$6,404,527.00
12	BOEING 100 N RIVERSIDE PLAZA MC 5003-4549 CHICAGO, IL 60606	CONTACT: ERIKA ZAVALA PHONE: 52 8125595386 SALES.MEXICO@BOEINGDIST RIBUTION.COM	TRADE PAYABLE				\$5,684,079.00
13	AEROPUERTO DE GUADALAJARA SA DE CV AV SOLIDARIDAD IBEROAMERICANA KM 17 12 TLAJOMULCO DE ZUNIGA JALISCO TLAJOMULCO DE ZUNIGA 45659 MEXICO	CONTACT: DANIEL OSVALDO ARELLANO PHONE: 3336714582 DARELLANOS@AEROPUERTO SGAP.COM.MX	TRADE PAYABLE				\$5,211,109.00
14	NORDIC AVIATION CAPITAL ATTN: CHIEF CONTRACT OFFICER STRATUSVEJ 12 BILLUND 7190 DENMARK	CONTACT: MIKE FITZGERALD PHONE: 45 7651 1200 NAC@NAC.DK	TRADE PAYABLE				\$5,160,868.00

Debtor: Grupo Aeroméxico, S.A.B. de C.V. et al.

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Case Number (if known):

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
15 AEROPUERTO DE MONTERREY SA DE CV DOM CONOCIDO CARR MIGUEL ALEMAN SN CENTRO DE APODACA NUEVO LEON MEXICO NUEVO LEON MONTERREY 66600 MEXICO	CONTACT: ABIGAIL CAMPOS MEDINA PHONE: 52 81 8625.4300 ACAMPOS@OMA.AERO	TRADE PAYABLE				\$5,058,384.00
16 HSBC BANK USA, N.A. ATTN: DANIELA ALVARADO AILEEN CHUA 452 FIFTH AVENUE NEW YORK, NY 20018	CONTACT: DANIELA ALVARADO PHONE: 212-252-2482 DANIELA.ALVARADO@US.HSBC.COM ; AILEEN.L.CHUA@US.HSBC.COM ; CARLA.G.CAMPO@US.HSBC.COM	GUARANTEE EXIM BANK				\$5,045,129.00
17 CITIBANK, NA ATTN: PAUL JOSEPH 3800 CITIGROUP CENTER DRIVE TAMPA, FL 33610	CONTACT: PAUL JOSEPH PHONE: 813-604-4724 PAUL.O.JOSEPH@CITI.COM	GUARANTEE EXIM BANK				\$4,829,251.00
18 SMBC AVIATION CAPITAL LIMITED IFSC HOUSE IFSC DUBLIN 1 IRELAND DUBLIN DUBLIN IRLANDA IRELAND	CONTACT: FEDERICO PASCUAL PHONE: 353 1 859 9000 FEDERICO.PASCUAL@SMBC.AERO	TRADE PAYABLE				\$4,468,777.00
19 IBM CAPITAL MEXICO 1 S DE RL DE CV ATTN: JOSE RAMON GARCIA ALFONSO NAPOLES GANDARA 3111 PENA BLANCA SANTA FE CIUDAD DE MEXICO 01210 MEXICO	CONTACT: JOSE RAMON GARCIA PHONE: 5270 3095 RASTUDIL@MX1.IBM.COM	LONG TERM LOAN				\$4,367,664.00
20 CELESTIAL AVIATION TRADING AVIATION HOUSE SHANON SHANNON IRELAND IRELAND	CONTACT: FIONA CONNOLLY PHONE: 353 61706684 FIONA.CONNOLLY@GECAS.COM	TRADE PAYABLE				\$4,334,100.00
21 ASOCIACION SINDICAL DE PILOTOS AVIADORES PALOMAS 110 1ER PISO REFORMA SOCIAL CDMX, MIGUEL HIDALGO, 11650 11650 MEXICO	CONTACT: ARTURO MALIACHI ARTURO.MALIACHI@ASPA.ORG.MX	UNION				\$3,375,738.00
22 AIR LEASE CORPORATION 2000 AVENUE OF THE STARS 1000N CALIFORNIA LOS ANGELES, CA 90067	CONTACT: CHIEF FINANCIAL OFFICER PHONE: 310-553-0555 INFO@AIRLEASECORP.COM	TRADE PAYABLE				\$3,228,871.00
23 GRUPO TELVISTA SA DE CV BLV AGUA CALENTE 11606 AVIACION TIJUANA BAJA CALIFORNIA TIJUANA 22420 MEXICO	CONTACT: KAREN ARRIAGA PHONE: 5130 0600 KAREN_ARRIAGA@TELVISTA.COM	TRADE PAYABLE				\$2,409,986.00



Debtor: Grupo Aeroméxico, S.A.B. de C.V. et al.

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Case Number (if known):

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
24	SABRE GROUP INC 3150 SABRE DRIVE MAIL DROP 8510 SOUTHL CHICAGO, IL 60693	CONTACT: CHRIS POWERS PHONE: 817-584-0887 CHRIS.POWERS@SABRE.COM	TRADE PAYABLE				\$2,400,000.00
25	MTU MAINTENANCE STRAWINWINSHYLAAN 1639, 1077XX AMSTERDAM NETHERLANDS	CONTACT: MAREK FRIEDRICH PHONE: 31 (0) 207052592 MAREK.FRIEDRICH@MTU-LEASE-SERVICES.COM	TRADE PAYABLE				\$2,309,021.00
26	WILMINGTON TRUST COMPANY 345 MAIN ST ONE M&T PLAZA 7TH FLOOR BUFFALO, NY 14203	CONTACT: CHIEF FINANCIAL OFFICER PHONE: 302-651-1000 RRITROVATO@WILMINGTONTRUST.COM	TRADE PAYABLE				\$2,161,899.00
27	AEROPUERTO DE CANCUN SA DE CV KM 22 CARR CANCUNCHETUMAL MUNICIPIO BENITO JUAREZ QUINTANA ROO CANCUN 77500 MEXICO	CONTACT: ALICIA ISABEL GUZMAN CORTES PHONE: 52-99-8848-7200 AGUZMAN@ASUR.COM.MX	TRADE PAYABLE				\$2,076,290.00
28	ORACLE DE MEXICO SA DE CV MONTES URALES 470 PB LOMAS DE CHAPULTEPEC MIGUEL HIDALGO CDMX 11710 MEXICO	CONTACT: YUGLAL KUMAR PHONE: 553 300 6913 YUGLAL.KUMAR@ORACLE.COM	TRADE PAYABLE				\$1,813,758.00
29	ENTSERV ENTERPRISE SERVICES MEXICO S DE RL DE CV AV PROLONGACION PASEO DE LA REFORMA 700 LOMAS DE SANTA FE, ALVARO OBREGON CDMX 1210 MEXICO	CONTACT: ELIZABETH MORENO PHONE: 703-245-9700 ELIZABETH.MORENO@DXC.COM	TRADE PAYABLE				\$1,680,744.00
30	US DEPARTMENT OF TRANSPORTATION FAA 6500 S MACARTHUR BOULEVARD 6500 S MACARTHUR BOULEVARD OKLAHOMA, OK 73169	CONTACT: MICHELLE LEISSNER PHONE: 405-954-9559 FAX: 202-267-3227 9-AMC-AMZ-OVERFLIGHT-FEES@FAA.GOV	TRADE PAYABLE				\$1,616,478.00

**Fill in this information to identify the case and this filing:**

Debtor Name Grupo Aeroméxico, S.A.B. de C.V.  
United States Bankruptcy Court for the: Southern District of New York  
(State)  
Case number (If known): \_\_\_\_\_

**Official Form 202**

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a \_\_\_\_\_  
Corporate Ownership Statement, Top Five Secured Creditor List  
declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/30/2020  
MM / DD / YYYY

x

Signature of individual signing on behalf of debtor

Ricardo Javier Sánchez Baker  
Printed name

Chief Financial Officer  
Position or relationship to debtor

<b><u>SESIÓN DEL CONSEJO DE ADMINISTRACIÓN</u></b> <b><u>GRUPO AEROMÉXICO, S.A.B. DE C.V.</u></b> <b><u>30 DE JUNIO DE 2020</u></b>	<b><u>BOARD OF DIRECTORS MEETING</u></b> <b><u>GRUPO AEROMÉXICO, S.A.B. DE C.V.</u></b> <b><u>JUNE 30, 2020</u></b>
<p>Siendo las 15:30 horas del 30 de junio de 2020, los miembros del Consejo de Administración de Grupo Aeroméxico, S.A.B. de C.V. (la "Sociedad"), los señores Javier de Arrigunaga Gómez del Campo, Edward Bastian, William Carroll, Andrés Conesa Labastida, Antonio Cosío Pando, Luis de la Calle Pardo, Valentín Díez Morodo, William H. Easter III, Jorge Esteve Recolons, Arturo Martínez del Campo Saucedo, María Tricio Gómez, Eduardo Tricio Haro, José Antonio Tricio Haro, Rafael Tricio Haro y Carlos Villarreal Tricio, se reunieron vía videoconferencia, derivado de, y en cumplimiento a, la situación de declaratoria de emergencia sanitaria de la pandemia conocida como COVID-19, con el objeto de celebrar sesión del Consejo de Administración de la Sociedad, a la cual fueron previa y oportunamente convocados.</p> <p>La sesión fue presidida por el licenciado Javier de Arrigunaga Gómez del Campo, en su carácter de Presidente del Consejo de Administración; actuó como Secretario de la sesión, el del propio Consejo, licenciado Rafael Robles Miaja.</p> <p>Participaron también, como invitados, los señores Alejandro Sainz Orantes, por parte de Cervantes Sainz, S.C., Timothy Graulich, por parte de Davis Polk &amp; Wardwell LLP, Lisa Donahue, por parte de Alix Partners, LLP, y Homer Parkhill y Marcelo Messer, por parte de Rothschild &amp; Co., así como Peter Carter, Glen Hauestein, Paul Jacobson, Mayela de María Camacho Rojas, Claudia Angélica Cervantes Muñoz y Daniel Martínez Martínez.</p> <p>En virtud de cumplirse con los quórum estatutarios para la debida instalación y adopción de resoluciones en la presente sesión del Consejo de Administración, el Presidente dio lectura al siguiente:</p>	<p>At 15:30 p.m. on June 30, 2020, the members of the Board of Directors of Grupo Aeroméxico, S.A.B. de C.V. (the "Company"), Messrs. Javier de Arrigunaga Gómez del Campo, Edward Bastian, William Carroll, Andrés Conesa Labastida, Antonio Cosío Pando, Luis de la Calle Pardo, Valentín Díez Morodo, William H. Easter III, Jorge Esteve Recolons, Arturo Martínez del Campo Saucedo, María Tricio Gómez, Eduardo Tricio Haro, José Antonio Tricio Haro, Rafael Tricio Haro and Carlos Villarreal Tricio, met via videoconference, given the circumstances, and in compliance with the status of health emergency declaration of the pandemic known as COVID-19, in order to hold a meeting of the Company's Board of Directors, to which they were previously and timely called.</p> <p>The meeting was presided over by Mr. Javier Arrigunaga Gómez del Campo, Chairman of the Board of Directors and Mr. Rafael Robles Miaja, Secretary of the Board of Directors, acted as secretary at the meeting.</p> <p>Messrs. Alejandro Sainz Orantes, on behalf of Cervantes Sainz, S.C., Timothy Graulich, on behalf of Davis Polk &amp; Wardwell LLP, Lisa Donahue, on behalf of Alix Partners, LLP, Homer Parkhill and Marcelo Messer, on behalf of Rothschild &amp; Co., and Peter Carter, Glen Hauestein, Paul Jacobson, Mayela de María Camacho Rojas, Claudia Angélica Cervantes Muñoz and Daniel Martínez Martínez, also attended the meeting as guests.</p> <p>In compliance with the statutory quorums for the duly installation and adoption of resolutions at this Board of Directors' meeting, the Chairman read the following:</p>
<p style="text-align: center;"><b>Orden del Día</b></p> <p><b>I.</b> Reporte de la Dirección General, y de los asesores externos de la Sociedad (legales, operativos y financieros) en materia de reestructuras, sobre la conveniencia y necesidad de realizar ciertos actos legales para proceder a la implementación de la reestructura operativa y de pasivos de la Sociedad y protección de sus activos operativos, a fin de proteger y preservar el negocio en marcha y cuidar los flujos de caja, privilegiando</p>	<p style="text-align: center;"><b>Agenda</b></p> <p><b>I.</b> Report from the Chief Executive Officer, and from the external restructuring advisors of the Company (legal, operative and financial) regarding the convenience and need to carry out certain legal actions in order to proceed with the implementation of the operational and financial restructuring of the Company and protection of its operative assets, in order to protect and preserve its ordinary course of business and its cash flow, giving priority to client</p>

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<p>en todo momento el servicio a los clientes; adopción de resoluciones al respecto.</p> <p><b>II.</b> Otorgamiento de poderes.</p> <p><b>III.</b> Designación de delegados para formalizar las resoluciones adoptadas en forma unánime por los miembros del Consejo de Administración de la Sociedad.</p>	<p>service at all times; adoption of resolutions in such regard.</p> <p><b>II.</b> Granting of powers of attorney.</p> <p><b>III.</b> Appointment of delegates to formalize the resolutions unanimously adopted by the Board of Directors of the Company.</p>
<p><b>Considerando que</b>, con motivo de la crisis económica causada por la pandemia global de Covid-19, la industria de la aviación, a nivel global, se ha visto profundamente afectada, situación que tendrá efectos durante los siguientes meses;</p> <p><b>considerando que</b>, la Sociedad, y empresas subsidiarias, continúan operando, ofreciendo el mejor servicio a los clientes en cumplimiento a protocolos de salud con los más altos estándares internacionales;</p> <p><b>considerando que</b>, la Sociedad ha estado valorando las alternativas para transitar hacia una mejor posición financiera tras el impacto de esta crisis que enfrentan todas las aerolíneas del mundo;</p> <p><b>considerando que</b>, durante los últimos cuatro meses, la Sociedad ha tomado acciones proactivas y constructivas, sustentadas en opinión del equipo ejecutivo y de consultores externos, para proteger y preservar el negocio en marcha y cuidar los flujos de caja, privilegiando en todo momento el servicio a los clientes, y, en paralelo, se han identificado fuentes adicionales de financiamiento para fortalecer los flujos operativos;</p> <p><b>considerando que</b>, se han analizado distintas alternativas para alcanzar en forma exitosa, en el corto y mediano plazo, una reestructura ordenada de compromisos financieros, sin tener afectación ni interrupción en las operaciones, en total coordinación con sindicatos, acreedores, arrendadores y en cumplimiento a las obligaciones que derivan de nuestros permisos y concesiones gubernamentales;</p> <p>y</p> <p><b>considerando que</b>, la Sociedad ha llevado a cabo una evaluación de su situación financiera, operativa y legal, y, de conformidad con la recomendación del Comité <i>ad-hoc</i> de Reestructuras, auxiliar del Consejo de Administración, este último ha determinado, con base en las recomendaciones y opiniones de los</p>	<p><b>Whereas</b>, pursuant to the economic crisis caused by the global pandemic Covid-19, the aviation industry, at a global scale, has been profoundly affected, situation that will have severe effects during the following months;</p> <p><b>whereas</b>, the Company, and its subsidiaries, continue operating, offering the best available service to clients in full compliance with the health protocols with the highest international standards;</p> <p><b>whereas</b>, the Company has been evaluating the alternatives to improve its financial position after the impact of this crisis that affects all the airlines globally;</p> <p><b>whereas</b>, during the last four months, the Company has adopted proactive and constructive actions, based on opinions from the executive committee and external advisors, to protect and preserve its ordinary course of business and its cash flow, giving priority to the client service and, in parallel, identifying additional sources of financing to strengthen its operating flows;</p> <p><b>whereas</b>, different alternatives have been analyzed in order to successfully achieve, in the short and medium term, a restructuring of its financial commitments, without affecting or disrupting its operations, in full coordination with the Unions, creditors, lessors and in compliance with the obligations provided in Governmental permits and concessions; and</p> <p><b>whereas</b>, the Company has carried out an assessment of its financial, operating and legal situation and, pursuant to the recommendation from the Ad-Hoc Restructuring Committee, ancillary of the Board of Directors, the latter has determined, based on the recommendations and opinions from</p>



<p>asesores externos de la Sociedad, expertos en reestructuras, proponer se inicie e implemente un procedimiento de reestructura operativa y de sus pasivos financieros, dentro y/o fuera de juicio, en los Estados Unidos de América y, de ser necesario, en México y en cualquier otro país del extranjero, incluyendo, sin limitar, cualquier procedimiento de reestructura bajo el capítulo 11 del Código de Quiebras de los Estados Unidos de América (<i>title 11 of the United States Code, 11 U.S.C. § 101 et seq.</i>) (según sea modificado, el "Código de Quiebras"), la totalidad de los miembros del Consejo de Administración de la Sociedad en esta fecha adoptaron las siguientes resoluciones, mismas que se ratifican en este acto, por escrito, de la siguiente manera:</p>	<p>the external advisors of the Company, with expertise in restructuring, proposing the need to initiate and implement a restructuring proceeding of its financial obligations, in and/or out-of-court, within the United States of America and if necessary within Mexico and in any other country abroad, including, but not limited to, in any U.S. restructuring proceeding under title 11 of the United States Code, 11 U.S.C. § 101 et seq (as amended, the "Bankruptcy Code", the totality of the members of the Board of Directors of the Company hereby adopt the following resolutions, which are hereby expressly ratified in writing, as follows:</p>
<p><b>Primer Asunto Resoluciones</b></p>	<p><b>First item Resolutions</b></p>
<p>"1. Con base en las recomendaciones y opiniones de los asesores externos de la Sociedad, expertos en reestructuras en las áreas financieras, operativas y legales, en México y en los Estados Unidos de América, se resuelve en este acto iniciar e implementar un procedimiento de reestructura, dentro y/o fuera de juicio, en los Estados Unidos de América y, de ser necesario, en México, incluyendo, sin limitar, cualquier procedimiento de reestructura bajo el Capítulo 11 del Código de Quiebras ("Procedimiento de Reestructura EUA") así como cualquier procedimiento en el extranjero en relación con la Sociedad.</p>	<p>"1. Based on the recommendations and opinions from the external advisors to the Company, experts in restructuring proceedings in financial, operational and legal matters, in Mexico and in the United States of America, it is hereby resolved to initiate and implement a restructuring proceeding, in and/or out-of-court, in the United States of America and, if necessary in Mexico, including, but not limited to, any restructuring proceeding under Chapter 11 of the Bankruptcy Code ("<u>U.S. Restructuring Proceeding</u>") as well as any other foreign proceeding.</p>
<p>La Sociedad en este acto autoriza, sujeto a cualquier aprobación judicial necesaria, la contratación de (conjuntamente, los "Asesores de la Reestructura") (i) el despacho Davis Polk &amp; Wardwell LLP, como asesor general de reestructura en los Estados Unidos de América; (ii) el despacho Cervantes Sainz, S.C., como asesor general de reestructura en México; (iii) AlixPartners LLP, como asesor financiero; (iv) SkyWorks Capital, LLC como asesor financiero; (v) Rothschild &amp; Co US Inc., como banquero de inversión; (vi) Epiq Corporate Restructuring, LLC, como agente de notificaciones y reclamos; y (vii) cualesquier otros asesores legales, contadores, financieros, de reestructura u otros profesionales como la Sociedad, o aquellas personas autorizadas por medio de la presente para actuar en nombre y representación de la Sociedad, consideren necesario, apropiado o conveniente; en cada caso, para representar y asistir a la Sociedad en llevar a cabo</p>	<p>The Company hereby authorizes, subject to any necessary court approval, the employment of (collectively, the "Restructuring Advisors") (i) the law firm of Davis Polk &amp; Wardwell LLP, as general U.S. restructuring counsel, (ii) the law firm of Cervantes Sainz, S.C., as general Mexican restructuring counsel, (iii) AlixPartners LLP, as financial advisor, (iv) SkyWorks Capital, LLC as financial advisor; (v) Rothschild &amp; Co US Inc., as investment banker; (vi) Epiq Corporate Restructuring, LLC as notice and claims agent, and (vii) any other legal counsel, accountants, financial advisors, restructuring advisors or other professionals as the Company, or those authorized herein to act on behalf of the Company, deem necessary, appropriate or advisable; in each case to represent and assist the Company in carrying out its respective duties and responsibilities and exercising its respective rights under the</p>



sus obligaciones y responsabilidades respectivas y ejercer sus derechos bajo el Código de Quiebras. Se autoriza, además, a la Sociedad, a través de aquellas personas autorizadas por medio de la presente para actuar en nombre y representación de la Sociedad, para llevar a cabo los pasos necesarios o convenientes para causar la contratación formal de dichos profesionales."

"2. La Sociedad en este acto aprueba, autoriza e instruye a los señores Andrés Conesa Labastida, Ricardo Javier Sánchez Baker, Sergio Alfonso Allard Barroso, Claudia Angélica Cervantes Muñoz y Daniel Martínez Martínez, así como a los Asesores de la Reestructura, para actuar conjunta o separadamente, indistintamente, en nombre y representación de la Sociedad, en cualquier procedimiento en los Estados Unidos de América (incluyendo el Procedimiento de Reestructura EUA) y en cualquier otra jurisdicción, incluyendo sin limitar y solamente a manera de ejemplificar, la solicitud de un procedimiento de reestructura, la solicitud de medidas preventivas y prevención de ejecución de embargos ("stay"), y la solicitud de evidencia relevante o relacionada con los procedimientos de insolvencia conforme a las leyes de dicho país; así como, administrar la reorganización de los bienes o negocios de la Sociedad y sus sociedades controladas sujetas a un procedimiento de reestructura, así como para actuar como representantes, conjunta o separadamente, indistintamente, ante cualquier autoridad extranjera que resulte conveniente o necesaria en la que la Sociedad o sus sociedades controladas tengan un establecimiento u operaciones conforme a las leyes aplicables."

"3. La Sociedad ratifica desde este momento todos y cada uno de los actos realizados por los señores Andrés Conesa Labastida, Ricardo Javier Sánchez Baker, Sergio Alfonso Allard Barroso, Claudia Angélica Cervantes Muñoz y Daniel Martínez Martínez, así como a los Asesores de la Reestructura, para actuar conjunta o separadamente, indistintamente, en el ejercicio de los poderes y del mandato conferido conforme a las presentes Resoluciones, liberándolos de toda responsabilidad, obligándose a sacarlos en paz y a salvo de cualquier procedimiento en relación con lo anterior y obligándose a indemnizarlos de cualquier daño o pérdida que sufra en relación con lo anterior. Igualmente, se instruye en este acto al área legal de la Sociedad que supervise la documentación y

Bankruptcy Code. The Company is further authorized, through those authorized herein to act on behalf of the Company, to take any steps necessary or desirable to cause the retention of the each of the foregoing professional."

"2. The Company hereby approves, authorizes and instructs Messrs. Andrés Conesa Labastida, Ricardo Javier Sánchez Baker, Sergio Alfonso Allard Barroso, Claudia Angélica Cervantes Muñoz and Daniel Martínez Martínez, as well as the Restructuring Advisors, to act in the name and on behalf of the Company, either jointly or severally, indistinctively, in any proceeding in the United States of America (including in the U.S. Restructuring Proceeding) and in any other jurisdiction, including without limitation and only by way of example, the request of a restructuring proceeding, request of preemptive measures and automatic stays, and the request for evidence relevant to or related to the insolvency proceeding in accordance with the laws of those countries; as well as managing the reorganization of assets or businesses of the Company subject to an insolvency proceeding, as well as to act as representatives, either jointly or separately, indistinctively, before any foreign authority that may be convenient or necessary in which the Company have an establishment or operations pursuant to applicable law."

"3. The Company hereby ratifies any and all acts by Messrs. Andrés Conesa Labastida, Ricardo Javier Sánchez Baker, Sergio Alfonso Allard Barroso, Claudia Angélica Cervantes Muñoz and Daniel Martínez Martínez, as well as the Restructuring Advisors, either jointly or severally, indistinctively, in the exercise of their authorities and of the powers hereby granted pursuant to these resolutions, releasing them of any responsibility, undertaking to hold them free and not liable of any proceeding in connection with the foregoing and to indemnify them of any loss or damage in connection therewith. Likewise, the Legal Department of the Company is hereby instructed to supervise the documentation and formalization of any indemnity agreement pending to be formalized as of this date by the



formalización de cualquier convenio indemnizatorio que a la fecha se encuentre pendiente de suscribir por la Sociedad en favor de los altos ejecutivos y miembros del Consejo de Administración y Comités de la Sociedad."

"4. La Sociedad en este acto aprueba, autoriza e instruye a los señores Andrés Conesa Labastida, Ricardo Javier Sánchez Baker, Sergio Alfonso Allard Barroso, Claudia Angélica Cervantes Muñoz y Daniel Martínez Martínez, así como a los despachos Davis Polk & Wardwell LLP y Cervantes Sainz, S.C., para llevar a cabo, conjunta o separadamente, indistintamente, todos aquellos actos que sean necesarios para la solicitud, seguimiento, defensa e implementación de un procedimiento de insolvencia y/o reestructura de la Sociedad ante el Tribunal de Quiebras de los Estados Unidos para el Distrito Sur de Nueva York (o dentro de cualquier otra jurisdicción de los Estados Unidos de América) bajo el Procedimiento de Reestructuras EUA. Dichos actos incluirán, sin limitación, la preparación y solicitud de todos los documentos necesarios, comparecer ante el juzgado en persona, por teléfono, o de cualquier otra manera, y tomar cualquier acción que sea necesaria para proteger los intereses de la Sociedad, y subsidiarias, dentro del Procedimiento de Reestructuras EUA. La Sociedad aprueba, autoriza e instruye a la firma de abogados Davis Polk & Wardwell, LLP para realizar todos los actos previamente mencionados dentro del Procedimiento de Reestructuras EUA y representar los intereses de la Sociedad dentro de dicho procedimiento, así como del "representante extranjero" que al efecto se designe dentro del Procedimiento de Reestructuras EUA para actuar en nombre de la Sociedad, y empresas controladas, como representante en el extranjero del Procedimiento de Reestructuras EUA."

"5. En virtud de lo anterior y considerando que es necesario y conveniente nombrar a un "representante extranjero" de la Sociedad, la Sociedad en este acto aprueba el nombramiento de Aerovías de México, S.A. de C.V. como representante de la Sociedad para cualquier procedimiento en el extranjero en relación con la Sociedad, incluyendo sin limitar como representante extranjero del Procedimiento de Reestructura EUA ante otras cortes o jueces extranjeros."

"6. La Sociedad en este acto resuelve otorgar los poderes necesarios en favor de los señores Andrés

Company in favor of key executive officers and members of the Board of Directors and Committees of the Company."

"4. The Company herein approves, authorizes and instructs Messrs. Andrés Conesa Labastida, Ricardo Javier Sánchez Baker, Sergio Alfonso Allard Barroso, Claudia Angélica Cervantes Muñoz and Daniel Martínez Martínez, as well as the law firms Davis Polk & Wardwell LLP and Cervantes Sainz, S.C., to perform, either jointly or severally, indistinctively, all acts necessary to carry out the filing, follow-up, defense and implementation of an insolvency and/or restructuring proceeding of the Company in the United States Bankruptcy Court for the Southern District of New York (or in any other venue in the United States of America) under the U.S. Restructuring Proceeding. Such acts shall include, without limitation, causing the preparation and filing of the necessary documentation, appearing in court in person, by telephone, or otherwise, and taking other steps necessary to protect and advance the Company's and subsidiaries' interests in the U.S. Restructuring Proceeding. The Company further approves, authorizes and instructs the law firm of Davis Polk & Wardwell, LLP to carry out each and all necessary acts previously described within the U.S. Restructuring Proceeding and to represent the Company's interests within said proceeding, as well as those of the "foreign representative" to be designated, in turn, within said U.S. Restructuring Proceeding, to act in the name and on behalf of the Company, and controlled subsidiaries, as foreign representative of the U.S. Restructuring Proceeding."

"5. In virtue of the above and considering that it is necessary and convenient to appoint a foreign representative (representante extranjero) of the Company, the Company hereby approves the appointment of Aerovías de México, S.A. de C.V. as representative of the Company for any proceeding abroad in connection with the Company including, without limitation, to act as a foreign representative of the U.S. Restructuring Proceeding before other foreign courts or judges."

"6. The Company hereby resolves to grant the necessary powers-of-attorney in favor of Messrs.



*Conesa Labastida, Ricardo Javier Sánchez Baker, Sergio Alfonso Allard Barroso, Claudia Angélica Cervantes Muñoz y Daniel Martínez Martínez, así como a los despachos Davis Polk & Wardwell LLP y Cervantes Sainz, S.C., para poder actuar, conjunta o separadamente, indistintamente, en nombre y representación de la Sociedad, y demás sociedades controladas, en el Procedimiento de Reestructuras EUA y en cualquier procedimiento en los Estados Unidos de América y en cualquier otra jurisdicción, en relación con, o derivado de, la reestructura operativa, legal y financiera de la Sociedad y empresas controladas.*

*Para poder llevar a cabo los actos antes mencionados, en representación de la Sociedad sin perjuicio de la especialidad o generalidad de las facultades otorgadas, las cuales se entienden otorgadas exclusivamente para la celebración de actos relacionados con cualquier procedimiento de la Sociedad en el extranjero, los señores Andrés Conesa Labastida, Ricardo Javier Sánchez Baker, Sergio Alfonso Allard Barroso, Claudia Angélica Cervantes Muñoz y Daniel Martínez Martínez, así como a los despachos Davis Polk & Wardwell LLP y Cervantes Sainz, S.C., tendrán, conjunta o separadamente, indistintamente, facultades generales para pleitos y cobranzas y actos de administración en los términos del primer y segundo párrafos del artículo 2554 (dos mil quinientos cincuenta y cuatro) del Código Civil Federal, así como en los correlativos de los Códigos Civiles de las entidades federativas de la República Mexicana y de la Ciudad de México y/o en cualquier otra legislación aplicable."*

*"7. Para efectos de claridad, los señores Andrés Conesa Labastida, Ricardo Javier Sánchez Baker, Sergio Alfonso Allard Barroso, Claudia Angélica Cervantes Muñoz y Daniel Martínez Martínez, así como a los despachos Davis Polk & Wardwell LLP y Cervantes Sainz, S.C., están autorizados para actuar, conjunta o separadamente, indistintamente, conforme al presente poder y/o cualquier otro otorgado a su favor con anterioridad que se encuentre vigente para la ejecución, implementación e instrumentación de todos los actos necesarios para el cumplimiento de las resoluciones anteriores."*

*Andrés Conesa Labastida, Ricardo Javier Sánchez Baker, Sergio Alfonso Allard Barroso, Claudia Angélica Cervantes Muñoz and Daniel Martínez Martínez, as well as the law firms Davis Polk & Wardwell LLP and Cervantes Sainz, S.C. to act, either jointly or severally, indistinctively, in the name and on behalf of the Company and controlled subsidiaries, in any proceeding in the United States of America (including in the U.S. Restructuring Proceeding) and in any other jurisdiction, in connection to, or derived from, the operative, legal and financial restructuring of the Company and controlled subsidiaries.*

*In order to carry out the aforementioned acts, on behalf of the Company without affecting the specificity or generality of the authority granted in the paragraph above, which are understood as granted exclusively for acts related to any proceeding abroad of the Company, Messrs. Andrés Conesa Labastida, Ricardo Javier Sánchez Baker, Sergio Alfonso Allard Barroso, Claudia Angélica Cervantes Muñoz and Daniel Martínez Martínez, as well as the law firms Davis Polk & Wardwell LLP and Cervantes Sainz, S.C. shall be vested, either jointly or severally, indistinctively, with general powers-of-attorney for lawsuits and collections and acts of administration in terms of the first and second paragraphs of article 2554 (two thousand five hundred and fifty four) of the Federal Civil Code, as well as the correlatives of the Civil Codes of the states of the Mexican Republic and Mexico City and/or any other applicable law."*

*"7. For clarification purposes, Messrs. Andrés Conesa Labastida, Ricardo Javier Sánchez Baker, Sergio Alfonso Allard Barroso, Claudia Angélica Cervantes Muñoz and Daniel Martínez Martínez, as well as the law firms Davis Polk & Wardwell LLP and Cervantes Sainz, S.C. are authorized to act, either jointly or severally, indistinctively, under this power-of-attorney and/or any other that has been granted to them previously and which remains valid and in effect for the execution and implementation of all actions needed in order to comply with the above resolutions."*



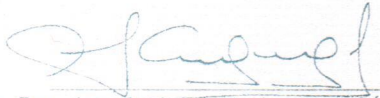
Segundo Asunto Resolución	Second item Resolutions
<p>"La Sociedad otorga en este acto en favor de los señores Andrés Conesa Labastida, Ricardo Javier Sánchez Baker, Sergio Alfonso Allard Barroso, Claudia Angélica Cervantes Muñoz y Daniel Martínez Martínez, poder general para que los ejerzan conjunta o individualmente, indistintamente, con las siguientes facultades:</p> <p>1. Pleitos y cobranzas, con todas las facultades generales y aún con las especiales que de acuerdo con la ley requieran poder o cláusula especial, en los términos del párrafo primero del artículo dos mil quinientos cincuenta y cuatro del Código Civil para el Distrito Federal y de su correlativo de los demás Códigos Civiles de los Estados de la República Mexicana y del Código Civil Federal.</p> <p>De manera enunciativa y no limitativa se mencionan entre otras facultades las siguientes:</p> <p>I.- Para intentar y desistirse de toda clase de procedimientos, inclusive amparo.  II.- Para transigir.  III.- Para comprometer en árbitros.  IV.- Para absolver y articular posiciones.  V.- Para recusar.  VI.- Para recibir pagos.  VII.- Para presentar denuncias y querellas en materia penal y para otorgar el perdón cuando lo permita la ley.  VIII. Para someter controversias a arbitraje.  IX. Para hacer cesión de bienes.  X. Para autorizar mandatarios judiciales en los términos a que se refieren los artículos 1069 párrafo tercero del Código de Comercio, 112 párrafo cuarto del Código de Procedimientos Civiles para el Distrito Federal, 12 de la Ley de Amparo, y sus correlativos en las demás legislaciones que resulten aplicables.  XI. Para otorgar y revocar poderes generales para pleitos y cobranzas, con o sin las facultades especiales antes descritas.  XII. Para solicitar pruebas y evidencia.  XIII. Para solicitar cualquier tipo de protección, incluyendo medidas precautorias, cautelares o provisionales.</p> <p>2. Actos de Administración de acuerdo con lo establecido en el párrafo segundo del artículo dos mil quinientos cincuenta y cuatro del Código Civil Federal y sus correlativos de los Códigos Civiles de los</p>	<p>"The Company hereby grants in favor of Messrs. Andrés Conesa Labastida, Ricardo Javier Sánchez Baker, Sergio Alfonso Allard Barroso, Claudia Angélica Cervantes Muñoz and Daniel Martínez Martínez, general power of attorney to be exercised either jointly or severally, indistinctively, with the following faculties:</p> <p>1. Lawsuits and collections, with all the general authorities and even the special authorities that pursuant to the law require a special authority or clause, in terms of paragraph first of article two thousand five hundred fifty four of the Civil Code for the Federal District and the corresponding articles of the other Civil Codes of the States of the Mexican Republic and the Federal Civil Code.</p> <p>Including without limitation the following authorities:</p> <p>I.- To seek or desist any kind of proceedings, including amparo.  II.- To in-court compromise.  III.- To compromise to arbitration.  IV.- To absolve and ask oral testimony.  V.- To recuse.  VI.- To receive payments.  VII.- To file for any criminal proceeding and grant pardon when permitted pursuant to the law.  VIII.- To subject dispute resolutions to arbitration proceedings.  IX.- To assign property.  X.- To authorize in court attorneys in terms provided by paragraph third of article 1069 of the Commerce Code, fourth paragraph of article 112 of the Code of Civil Proceedings for the Federal District, Article 12 the Amparo Law and their corresponding sections of any other statutes as applicable.  XI.- To grant and revoke general powers for lawsuits and collections, with or without the special authorities herein described.  XII. To request evidence.  XIII. To request any type of relief, including injunctive relief.</p> <p>"2. Acts of administration in terms of the second paragraph of article two thousand five hundred fifty-four of the Federal Civil Code and the corresponding</p>



Estados de la República Mexicana y la Ciudad de México."	articles of the Civil Codes of the Estates of the Mexican Republic and Mexico City."
<p style="text-align: center;"><b>Tercer Asunto Resolución</b></p> <p>"Se aprueba la firma inmediata del acta de la presente sesión y se autoriza al secretario del Consejo de Administración para que se transcriba al libro de actas de sesiones del Consejo de Administración la presente acta, así como para obtener la protocolización de toda o parte de la misma y gestionar la expedición de los testimonios correspondientes e inscribir por sí o a través de terceros el primero de dichos instrumentos en el Registro Público de Comercio del domicilio social.</p> <p>Asimismo, se resuelve designar como delegados especiales a los señores Francisco Javier de Arrigunaga Gómez del Campo, Andrés Conesa Labastida, Ricardo Javier Sánchez Baker, Sergio Alfonso Allard Barroso, James William Sarvis, Nicolas Enrique Ferri, Andrés Castañeda Ochoa, Rosa Angélica Garza Sánchez, Arturo Martínez del Campo Saucedo, Claudia Angélica Cervantes Muñoz, Jonathan Mark Wallden, Alicia Clara Núñez de la Huerta, César Augusto Laguna Castellanos, Daniel Martínez Martínez, Cristina Toledo Guerrero y Diego Hernanz Martín del Campo, los cuales contarán con las más amplias facultades para que, en forma conjunta o separada, cualquiera de ellos, en nombre y representación de la Sociedad, realicen cualesquiera actos y gestiones que se requieran para que las presentes resoluciones queden debida y totalmente ejecutadas y formalizadas, así como para obtener la protocolización de toda o parte de la misma y gestionar la expedición de los testimonios correspondientes e inscribir por sí o a través de terceros el primero de dichos instrumentos en el Registro Público de Comercio del domicilio social.</p> <p>Los delegados especiales mencionados quedan asimismo autorizados para expedir las copias simples o certificadas de cualquiera de las resoluciones adoptadas y consignadas en la presente acta."</p>	<p style="text-align: center;"><b>Third item Resolution</b></p> <p>"The immediate signature of the minutes of this meeting was approved and the Secretary of the Board of Directors is authorized to transcribe to the book of minutes of the Board of Directors the present minutes, as well as to obtain the notarization of all or part thereof and to request the issuance of the corresponding notarial copy and to register such copy by himself or through third parties the first of such instruments in the Public Registry of Commerce of the address of its registered office.</p> <p>Likewise, it is resolved to designate as special delegates Messrs. Francisco Javier de Arrigunaga Gómez del Campo, Andrés Conesa Labastida, Ricardo Javier Sánchez Baker, Sergio Alfonso Allard Barroso, James William Sarvis, Nicolas Enrique Ferri, Andrés Castañeda Ochoa, Rosa Angélica Garza Sánchez, Arturo Martínez del Campo Saucedo, Claudia Angélica Cervantes Muñoz, Jonathan Mark Wallden, Alicia Clara Núñez de la Huerta, César Augusto Laguna Castellanos, Daniel Martínez Martínez, Cristina Toledo Guerrero and Diego Hernanz Martín del Campo, who shall have the broadest powers in order to jointly or separately, any of them, in the name and on behalf of the Company, carry out any acts and steps required to ensure that these resolutions are duly and fully executed and formalized, and to obtain the registration of all or part of it and to process the issuance of the corresponding notarial copies, and to register by themselves or through third parties the first of these instruments in the Public Registry of Commerce of its registered office.</p> <p>The special delegates mentioned were also authorized to issue simple or certified copies of any of the resolutions adopted and recorded in these minutes."</p>
El presente documento consta de una versión en español y otra en inglés; en caso de controversia, prevalecerá la versión en español.	This document consists of a version in Spanish and in English; in case of controversy, the Spanish version will prevail.

No habiendo temas adicionales que tratar, se dio por terminada la presente sesión del Consejo de Administración, siendo las 16:30 horas del día de su celebración.

**Presidente**



Lic. Francisco Javier de Arrigunaga Gómez del Campo

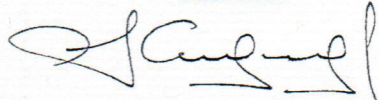
**Secretario**



Lic. Rafael Robles Miaja

There being no other matter to be dealt with, the meeting of the Board of Directors was adjourned at 16:30 p.m. on the day it was held.

**Chairman**



Lic. Francisco Javier de Arrigunaga Gómez del Campo

**Secretary**



Lic. Rafael Robles Miaja